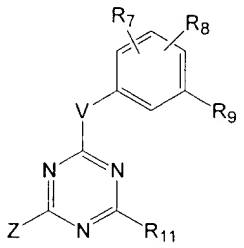
AMENDMENTS:

Cancel claims 52-65, 67-69, 83, 84, 86, 87, 89 - 95

Replace claims 66 and 70-95 as follows:

66 (Amended). A compound of Formula (I),



I

or an enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, or solvate thereof, wherein:

V is chosen from $-CHR^5-$, $-NR^5-$, -O-, and –S-;

Z is chosen from halogen, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl, $-SR^3$, $-OR^3$, and $-N(R^1)(R^2)$;

$-N(R^1)(R^2)$ taken together may form a heterocyclyl or substituted heterocyclyl; or

R^1 is chosen from hydrogen, alkyl and substituted alkyl; and

R^2 is chosen from hydrogen, alkyl, substituted alkyl, alkoxy, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

R^3 is chosen from hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

R^5 is chosen from hydrogen and alkyl, or when attached to a nitrogen atom, R^5 taken together with R^7 may form a fused heterocyclyl or substituted heterocyclyl;

R^7 is chosen from hydrogen, $-N(R^{31})(R^{32})$, halogen, cyano, alkyl, substituted alkyl, alkoxy, and alkylthio, or when V is $-NR^5$, $-R^5$ and R^7 taken together may form a fused heterocyclyl or substituted heterocyclyl;

R^8 is chosen from hydrogen and halogen;

R^9 is chosen from $-CO_2$(alkyl), $-C(O)N(R^{31})(R^{32})$, $-SO_2N(R^{31})(R^{32})$,

$-N(R^{33})SO_2R^{34}$, $-C(O)N(R^{33})N(R^{31})(R^{32})$, $-N(R^{33})C(O)R^{34}$, $-CH_2N(R^{33})C(O)R^{34}$, $-N(R^{31})(R^{32})$, $-CH_2OC(O)R^{34}$, C_{1-6}alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heterocyclyl, substituted heterocyclyl, and $-C(O)R^{10}$; provided, however, that when R^9 is CH_3 or NH_2, then neither R^2 nor R^{14} is *para*-cyano-phenyl;

or R^8 and R^9 taken together may form $-C(O)N(R^{33})CH_2-$ or $-C(O)N(R^{33})C(O)-$;

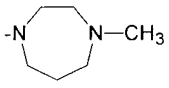
R^{10} is chosen from heterocyclyl, substituted heterocyclyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, alkyl, and substituted alkyl;

R^{31} and R^{33} are independently chosen from hydrogen, alkyl, and substituted alkyl;

R^{32} is chosen from hydrogen, alkyl, substituted alkyl, alkoxy, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, aryloxy, heterocyclyl and substituted heterocyclyl;

B1

R^{34} is chosen from alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

R^{11} is 

;

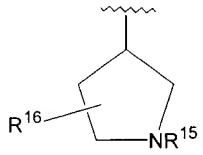
R^{12} is chosen from hydrogen, alkyl, and substituted alkyl;

R^{13} is $-(CH_2)_mR^{14}$;

$-N(R^{12})(R^{13})$ taken together may form a heterocyclyl or substituted heterocyclyl;

m is 0, 1, 2 or 3;

R^{14} is chosen from hydrogen, alkyl, substituted alkyl, $-C(O)N(R^{31})(R^{32})$, $-N(R^{33})C(O)R^{34}$, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl, and

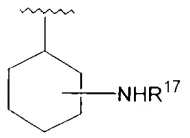


;

R^{15} is chosen from hydrogen, alkyl, substituted alkyl, alkenyl, -C(O)-alkyl, -C(O)-substituted alkyl, -C(O)-aryl, -C(O)-substituted aryl, -C(O)-alkoxy, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

R^{16} is chosen hydrogen, alkyl, substituted alkyl, and

B1



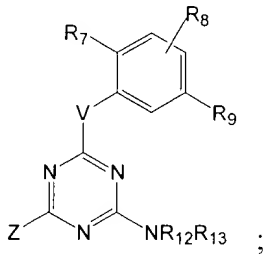
or

R^{17} is chosen from hydrogen, alkyl, substituted alkyl, -C(O)-alkyl, -C(O)-substituted alkyl, -C(O)-aryl, and –C(O)-substituted aryl.

---

70. (Amended). A compound having the formula,

B2



;

or a enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, or solvate thereof, wherein:

V is chosen from $–CHR^5–$, $-NR^5-$, -O-, and –S-;

Z is halogen, alkyl, $–N(R^1)(R^2)$, or alkyl substituted with one to two of $–N(R^{31})(R^{32})$, alkoxy, alkylthio, halogen, cyano, carboxyl, hydroxyl, $-SO_2$-alkyl, $-CO_2$-alkyl, -C(O)-alkyl, nitro, cycloalkyl, substituted cycloalkyl, $-C(O)-N(R^{31})(R^{32})$, and/or –NH-C(O)-alkyl;

R^1 is hydrogen or methyl;

R^2 is alkyl of 1 to 8 carbon atoms;

R^3 is chosen from hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

R^5 is chosen from hydrogen and alkyl of 1 to 4 carbon atoms;

R^7 is chosen from hydrogen, amino, aminoC_{1-4}alkyl, halogen, cyano, C_{1-4}alkyl, C_{1-4}alkoxy, and alkylthio;

R^8 is attached to any available carbon atom of the phenyl ring and is chosen from hydrogen and halogen;

R^9 is chosen from $-C(O)N(R^{31})(R^{32})$, $-SO_2N(R^{31})(R^{32})$, $-N(R^{33})SO_2R^{34}$, $-C(O)N(R^{33})N(R^{31})(R^{32})$, $-N(R^{33})C(O)R^{34}$, $-CH_2N(R^{33})C(O)R^{34}$, $-N(R^{31})(R^{32})$, $-CH_2OC(O)R^{34}$, heterocyclyl, and substituted heterocyclyl; or

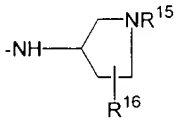
R^8 and R^9 taken together may form $-C(O)N(R^{33})CH_2-$ or $-C(O)N(R^{33})C(O)-$;

R^{31} and R^{33} are independently chosen from hydrogen, alkyl, and substituted alkyl;

R^{32} is chosen from hydrogen, alkyl, substituted alkyl, alkoxy, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, aryloxy, heterocyclyl and substituted heterocyclyl;

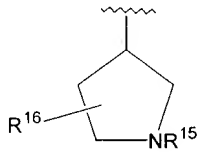
R^{34} is chosen from alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

$N(R^{12})(R^{13})$ taken together form a monocyclic heterocyclyl or substituted heterocyclyl of 5 to 7 atoms having 1, 2 or 3 additional nitrogen atoms, -NH-alkyl wherein alkyl is of 1 to 4 carbon atoms, or



m is 0, 1, 2 or 3;

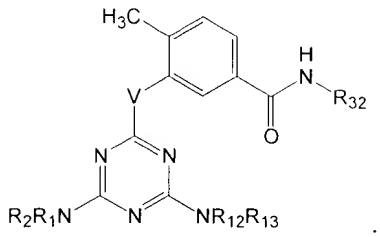
R^{14} is chosen from hydrogen, alkyl, substituted alkyl, $-C(O)N(R^{31})(R^{32})$, $-N(R^{33})C(O)R^{34}$, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl and



R^{15} and R^{16} are independently hydrogen or methyl; and

R^{17} is chosen from hydrogen, alkyl, substituted alkyl, -C(O)-alkyl, -C(O)-substituted alkyl, -C(O)-aryl, and –C(O)-substituted aryl.

71 (Amended). A compound of Claim 70 or a enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, or solvate thereof, having the formula:



72 (Amended). The compound of claim 70 or a enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, or solvate thereof, wherein:

R^7 is halogen, methyl, methoxy, halogen, or cyano.

73 (Amended). The compound of claim 70 or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug, or solvate thereof, wherein:

R^9 is $C(=O)NH_2$, $C(=O)NH(CH_3)$, or $C(=O)NHO(CH_3)$.

74 (Amended). The compound of claim 70 or a enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, or solvate thereof,

wherein R^7 is methyl and R^9 is $C(=O)NH(CH_3)$ or $C(=O)NHO(CH_3)$.

75 (Amended). A compound of Claim 70 or a enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, or solvate thereof wherein:

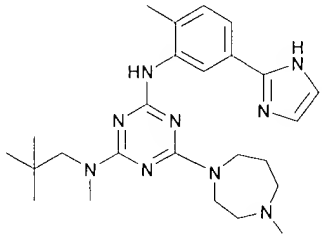
R^9 is chosen from unsubstituted or substituted triazolyl, oxadiazolyl, imidazolyl, thiazolyl and benzimidazolyl.

76 (Amended). A compound of Claim 70 or a enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, or solvate thereof

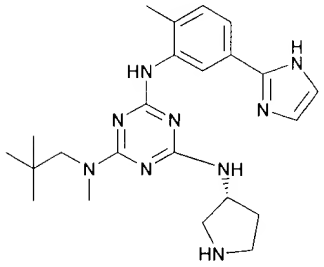
wherein:

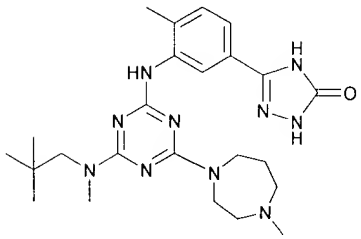
R^9 is chosen from substituted or unsubstituted 1,2,4-triazole; substituted or unsubstituted thiazole connected via a C2, C4, or C5 position; substituted or unsubstituted 1,3,4-oxdiazole connected via a 2 or 5 position; and substituted or unsubstituted imidazole connected via a C2, C4, C5, N1 or N3 position.

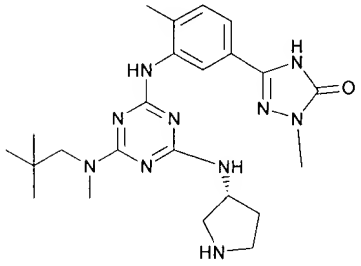
77 (Amended). A compound which is selected from (i):

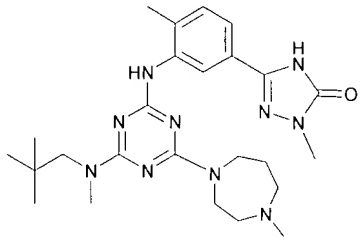

;

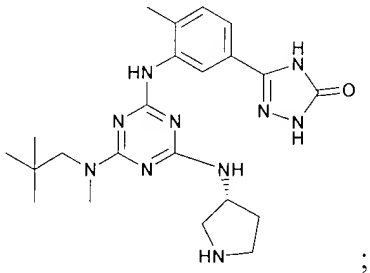
B2


;

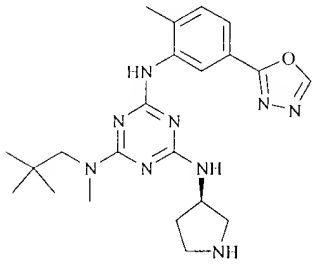

;

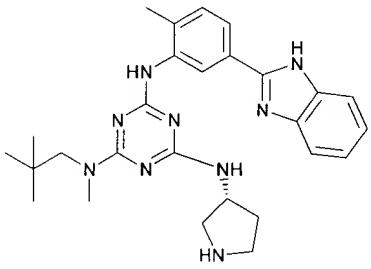

;

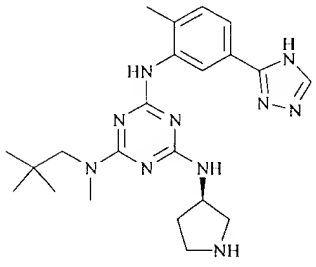

;

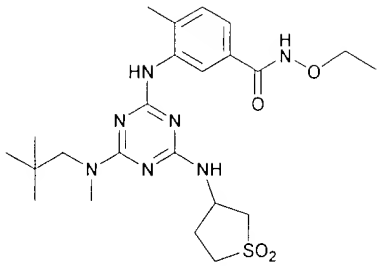

;

B2

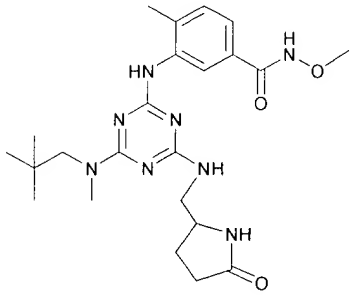

;


;

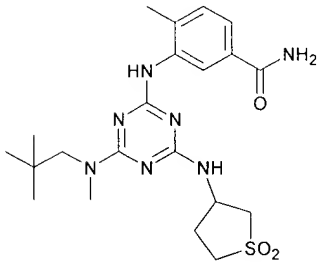

;



;



; and



; or (ii) a enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, or solvate of the compound selected from paragraph (i).

78 (Amended). A pharmaceutical composition comprising as an active ingredient, a compound, or a prodrug or salt thereof, according to claim 70, and a pharmaceutically acceptable carrier.

82 (New). A method of treating rheumatoid arthritis, the method comprising administering to a mammal in need of such treatment, an effective amount of a composition according to claim 78.